



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Mailstop 3233

October 24, 2017

Via E-mail

Gerard Stascausky  
Managing Director, Iron Bridge Management Group, LLC  
Iron Bridge Mortgage Fund LLC  
9755 SW Barnes Road, Suite 420  
Portland, Oregon 97225

**Re: Iron Bridge Mortgage Fund LLC  
Amendment No. 2 to  
Draft Offering Statement on Form 1-A  
Submitted October 16, 2017  
CIK No. 0001462371**

Dear Stascausky:

We have reviewed your amended draft offering statement and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft offering statement or publicly filing your offering statement on EDGAR. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response. After reviewing any amendment to your draft offering statement or filed offering statement and the information you provide in response to this comment, we may have additional comments.

Cover page

1. Please revise your cover page to state that you are not an investment company and investors will not have the protections provided under the Investment Company Act of 1940.

Gerard Stascausky  
Iron Bridge Mortgage Fund LLC  
October 24, 2017  
Page 2

You may contact Paul Cline, Staff Accountant, at (202) 551-3851 or Wilson K. Lee  
Wilson K. Lee, Senior Staff Accountant, at (202) 551-3468 if you have questions regarding  
comments on the financial statements and related matters. Please contact Folake Ayoola, Senior  
Counsel, at (202) 551-3673 or me at (202) 551-3215 with any other questions.

Sincerely,

/s/ Kim McManus

Kim McManus  
Senior Counsel, Office of Real  
Estate and Commodities

cc: Gregory E. Struxness  
Ater Wynne LLP